

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Hearing Date: August 3, 2023 at 10:00 a.m. (ET)

Objection Deadline: July 17, 2023 at 4:00 p.m. (ET)

**SECOND INTERIM FEE APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR THE PERIOD FROM MARCH 1, 2023 THROUGH MAY 31, 2023**

Name of Applicant:

ArentFox Schiff LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

January 8, 2023 (*nunc pro tunc* to December 15, 2022)

Period for which Compensation
and Reimbursement are sought:

March 1, 2023 through May 31, 2023

Amount of Compensation sought as
actual, reasonable, and necessary:

\$45,771.00

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary:

\$0.00

This is a(n): _____ monthly X interim _____ final application

The total time expended for fee application preparation during this period is approximately 23.50 hours and the corresponding compensation requested is approximately \$10,400.50.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

SUMMARY OF PRIOR FEE APPLICATIONS FILED**Monthly Applications:**

		Total Amount Requested		Approved for Payment via Certificate of No Objection		Total Amount Paid to Date		Holdback Fees Requested
Date Filed Docket No.	Period Covered	Fees	Expenses	80% Fees	100% Expenses	Fees	Expenses	20% Fees
02/14/23 D.I. 331	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$90,014.00	\$959.67	\$90,014.00	\$959.67	\$22,503.50
02/14/23 D.I. 393	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$153,844.00	\$1,299.65	\$153,844.00	\$1,299.65	\$38,461.00
04/13/23 D.I. 318	02/01/23 – 02/28/23	\$56,905.00	\$0.00	\$45,524.00	\$0.00	\$0.00	\$0.00	\$11,381.00
Subtotal: 1st Interim Period	12/25/22- 02/28/23	\$361,727.50	\$2,259.32	\$289,382.00	\$2,259.32	\$243,858.00	\$2,259.32	\$72,345.50
04/28/23 D.I. 340	03/01/23 – 03/31/23	\$21,619.50	\$0.00	\$17,295.60	\$0.00	\$0.00	\$0.00	\$4,323.90
06/24/23 D.I. 395	04/01/23 – 05/31/23	\$24,151.50	\$0.00	\$16,921.20 ³	\$0.00	\$0.00	\$0.00	\$4,830.30
Subtotal: 2nd Interim Period	03/01/23 – 05/31/23	\$45,771.00	\$ 0.00	\$45,771.00	\$ 0.00	\$ 0.00	\$ 0.00	\$9,154.20
TOTAL:		\$407,498.50	\$2,259.32	\$323,598.80	\$2,259.32	\$243,858.00	\$2,259.32	\$81,499.70

³ The fees and expenses requested in the *Combined Fifth Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from April 1, 2023 through May 31, 2023* (the “Combined Fifth Monthly Application”) (Docket No. 395) have not yet been approved. To the extent the application is approved before the hearing on this Interim Fee Application, ArentFox Schiff seeks payment of the holdback fees associated with such application.

Interim Applications:

		Total Amount Requested		Approved by Court Order		Total Amount Paid to Date	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses
04/13/23 D.I. 321	12/15/22 – 02/28/23	\$361,727.50	\$2,259.32	pending	pending	\$243,858.00	\$2,259.32
TOTAL:		\$361,727.50	\$2,259.32	pending	pending	\$243,858.00	\$2,259.32

Summary of Any Objections to Monthly Fee Applications: None.

Compensation sought in this Interim Fee Application not yet paid: \$45,771.00 (Fees); \$0.00 (Expenses).

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its second application (the “Interim Fee Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance and approval of \$45,771.00 (the “Interim Amount”) for fees and expenses for the period of March 1, 2023 through May 1, 2023 (the “Interim Fee Period”). The Interim Amount consists of (i) 100% of the compensation that ArentFox Schiff earned during the Interim Fee Period in the amount of \$45,771.00, and (ii) 100% of the expenses that ArentFox Schiff incurred in the course of its representation as counsel to the Committee during the Interim Fee Period in the amount of \$0.00. In support of this Interim Fee Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Interim Fee Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Interim Fee Period in the amount of \$45,771.00, representing 53.5 hours of professional services and 23.1 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Interim Fee Period in connection with the rendition of such professional and paraprofessional services in the amount of \$0.00. ArentFox Schiff seeks payment of 100% of its fees and its expenses relating to services rendered during the Interim Fee Period.

SUMMARY OF SERVICES RENDERED

8. Copies of the time records for the Interim Fee Period are annexed hereto as **Exhibit 2**.¹ A breakdown of the hours and fees by attorney and paraprofessional during the Interim Fee Period is annexed hereto as **Exhibit 3**.

9. A summary of fees and hours billed for each project category is attached hereto as **Exhibit 4**.

10. To the best of ArentFox Schiff's knowledge, this Interim Fee Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-2, and the Compensation Order.

11. As stated in the Declaration of George P. Angelich, Esq. (the "**Angelich Declaration**"), annexed hereto as **Exhibit 1**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

12. To date, ArentFox Schiff has received no payment for services provided to the Committee during the Interim Fee Period.

13. ArentFox Schiff has received no other payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Interim Fee Application for the Interim Fee Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

¹ ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in any fee application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

ACTUAL AND NECESSARY EXPENSES

14. During the Interim Fee Period, ArentFox Schiff incurred \$0.00 in expenses on behalf of the Committee. Detailed descriptions of ArentFox Schiff's expenses are included in **Exhibit 2** attached hereto. A summary of the actual and necessary expenses incurred by ArentFox Schiff during the Interim Fee Period is attached hereto as **Exhibit 5**.

15. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services. The expenses are reasonable and economical in view of the necessity of the services provided and are of the type customarily charged to non-bankruptcy clients of ArentFox Schiff.

NOTICE

16. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. AFS submits that no further notice is required.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$45,771.00 for compensation for professional services rendered to the Committee during Interim Fee Period; and
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the Interim Fee Period, in the amount of \$0.00.

Dated: June 26, 2023
New York, New York

By: /s/ George P. Angelich
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